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RECORDATION NO. 11047-J FILED
JUN 5 '01 3:12 PM
TS
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

June 1, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Bill of Sale dated as of August 1, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment previously filed with the Commission under Recordation Number 11047-B.

The names and addresses of the parties to the enclosed document are:

Trustee/Seller: First Security Bank
79 South Main Street
Salt Lake City, Utah 84111

[Buyer : Helm Locomotive Leasing
Corporation]

A description of the railroad equipment covered by the enclosed document is:

351 open top hopper railcars originally within the series SFIX 1 - SFIX 600 and now renumbered and renumbered per the schedule attached to the Bill of Sale

Mr. Vernon A. Williams
June 1, 2001
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

BILL OF SALE

THIS BILL OF SALE ("Bill of Sale") is dated as of August 1, 2000, by First Security Bank, N.A. (f.k.a. First Security Bank of Utah, N.A., f.k.a. First Security State Bank), not in its individual capacity, but solely as Trustee ("**Seller**") in favor of Helm Locomotive Leasing Corporation ("**Buyer**") (as the successor in interest to First Security National Bank & Trust Company of Lexington ("**Lexington**") and Westinghouse Credit Corporation ("**Westinghouse**").

RECITALS

WHEREAS, on April 26, 1991, Lexington sold and assigned all of its right, title and interest in and to a 37.5% owner interest in the Trust Agreement and in the Trust Estate to Helm Locomotive Leasing Joint Venture, a Michigan joint venture (the "**Joint Venture**");

WHEREAS, all of the interest of the Joint Venture in the Trust Agreement and the Trust Estate was acquired by Buyer;

WHEREAS, on September 27, 1993, Westinghouse sold and assigned all of its right, title and interest in and to a 62.5% owner interest in the Trust Agreement and the Trust Estate to Mellon Financial Services Corporation #3 ("**Mellon**");

WHEREAS, on June 29, 1995, all of the interest of Mellon in the Trust Agreement and the Trust Estate was acquired by Buyer;

WHEREAS, the Buyer, as the sole Owner, and Seller, as the Trustee, are parties to a Trust Agreement dated as of July 24, 1979 (the "**Trust Agreement**");

WHEREAS, the Buyer, as the sole Owner under the Trust Agreement, hereby directs the Seller, as the Trustee under the Trust Agreement, to sell to Buyer the railcars listed on Schedule A attached hereto (the "**Units**");

WHEREAS, the Units were subject to that certain Lease of Railroad Equipment dated as of November 2, 1979, as amended (the "**Lease**") with the Trustee as the Lessor and with Helm Financial Corporation as the Lessee (as the assignee of Arkansas Power & Light Company, the assignee of the original lessee, Systems Fuels, Inc.) recorded with the Surface Transportation Board of the U.S. Department of Transportation (f.k.a. the Interstate Commerce Commission) on November 13, 1979, at 2:30 p.m. under recordation number ~~10147~~ ¹¹⁰⁴⁷-B, which such Lease has been terminated effective July 1, 2000; and

WHEREAS, of the six hundred (600) 100-ton open top hopper railcars bearing the SFIX mark and in the numbered series SFIX 1 – 600 that were originally subject to the Lease, only the Units (remarked and renumbered) as set forth on Schedule A hereto remained subject to the Lease at July 1, 2000, and are still owned by Seller.

RECORDATION NO. 11047-J FILED

JUN 5 '01 3:12 PM

SURFACE TRANSPORTATION BOARD

NOW, THEREFORE, in consideration of the premises and the terms and conditions hereinafter set forth and other good and valuable consideration the receipt and adequacy of which are hereby acknowledged, Seller agrees as follows:

1. **Sale of Units.** Seller does hereby sell, convey, assign and transfer to Buyer the Units and any and all interests of the Seller in and to the Trust Estate and the Trust Documents, as such terms are defined in the Trust Agreement.

2. **Termination of Trust.** Seller hereby acknowledges and agrees that the Trust Agreement has been terminated and is of no further force and effect with respect to the Units or the Lease.

3. **Further Assurances.** Seller agrees to execute and deliver such additional instruments of transfer and to take such other action as Buyer may reasonably request in order to more effectively carry out the transaction contemplated by this Bill of Sale.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its representative thereunto duly authorized on the day and year first above written.

FIRST SECURITY BANK, N.A.,
not in its individual capacity but solely
as Trustee under that certain Trust
Agreement dated as of July 24, 1979

By: 
Print Name: Brett B. King
Title: Vice President

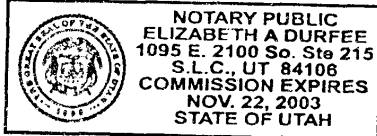
STATE OF UTAH)
COUNTY OF Salt Lake) S.S.

On May 17, 2001, before me, **ELIZABETH A. DURFEE**, personally appeared Brett R. King, of **FIRST SECURITY BANK, N.A.**,

X personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



[Notarial Seal]

WITNESS my hand and official seal.

Elizabeth A. Durfee
SIGNATURE OF THE NOTARY

Schedule A to Bill of Sale

Three Hundred Fifty-One (351) 100-ton open top hopper railcars built by Bethlehem Steel Corporation in 1979.

<u>NEW</u>	<u>NEW</u>	<u>OLD</u>	<u>OLD</u>
<u>MARK</u>	<u>NUMBER</u>	<u>MARK</u>	<u>NUMBER</u>
HJVS	7000	SFIX	7000
HJVS	7001	SFIX	7001
HJVS	7002	SFIX	7002
HJVS	7003	SFIX	7003
HJVS	7005	SFIX	7005
HJVS	7006	SFIX	7006
HJVS	140000	SFIX	320
HJVS	140001	SFIX	112
HJVS	140002	SFIX	186
HJVS	140003	SFIX	164
HJVS	140004	SFIX	437
HJVS	140005	SFIX	137
HJVS	140006	SFIX	35
HJVS	140007	SFIX	538
HJVS	140008	SFIX	456
HJVS	140009	SFIX	333
HJVS	140010	SFIX	258
HJVS	140012	SFIX	531
HJVS	140013	SFIX	560
HJVS	140014	SFIX	229
HJVS	140015	SFIX	127
HJVS	140016	SFIX	76
HJVS	140017	SFIX	123
HJVS	140018	SFIX	141
HJVS	140019	SFIX	266
HJVS	140020	SFIX	259
HJVS	140021	SFIX	446
HJVS	140022	SFIX	15
HJVS	140023	SFIX	450
HJVS	140024	SFIX	499
HJVS	140025	SFIX	213
HJVS	140026	SFIX	3
HJVS	140027	SFIX	554
HJVS	140028	SFIX	148
HJVS	140029	SFIX	248
HJVS	140030	SFIX	565
HJVS	140031	SFIX	286

<u>NEW</u> <u>MARK</u>	<u>NEW</u> <u>NUMBER</u>	<u>OLD</u> <u>MARK</u>	<u>OLD</u> <u>NUMBER</u>
HJ VX	140032	SFIX	399
HJ VX	140033	SFIX	176
HJ VX	140034	SFIX	331
HJ VX	140035	SFIX	578
HJ VX	140036	SFIX	479
HJ VX	140037	SFIX	309
HJ VX	140038	SFIX	202
HJ VX	140039	SFIX	246
HJ VX	140040	SFIX	131
HJ VX	140041	SFIX	527
HJ VX	140042	SFIX	154
HJ VX	140043	SFIX	45
HJ VX	140044	SFIX	52
HJ VX	140045	SFIX	365
HJ VX	140046	SFIX	238
HJ VX	140047	SFIX	239
HJ VX	140048	SFIX	21
HJ VX	140049	SFIX	200
HJ VX	140050	SFIX	146
HJ VX	140051	SFIX	133
HJ VX	140052	SFIX	267
HJ VX	140053	SFIX	519
HJ VX	140054	SFIX	165
HJ VX	140055	SFIX	255
HJ VX	140056	SFIX	168
HJ VX	140057	SFIX	273
HJ VX	140058	SFIX	477
HJ VX	140059	SFIX	179
HJ VX	140060	SFIX	223
HJ VX	140061	SFIX	240
HJ VX	140062	SFIX	50
HJ VX	140063	SFIX	541
HJ VX	140064	SFIX	36
HJ VX	140065	SFIX	501
HJ VX	140066	SFIX	452
HJ VX	140067	SFIX	328
HJ VX	140068	SFIX	472
HJ VX	140069	SFIX	403
HJ VX	140070	SFIX	317
HJ VX	140071	SFIX	220
HJ VX	140072	SFIX	351

<u>NEW</u> <u>MARK</u>	<u>NEW</u> <u>NUMBER</u>	<u>OLD</u> <u>MARK</u>	<u>OLD</u> <u>NUMBER</u>
HJ VX	140073	SFIX	293
HJ VX	140074	SFIX	475
HJ VX	140076	SFIX	506
HJ VX	140077	SFIX	559
HJ VX	140078	SFIX	114
HJ VX	140079	SFIX	544
HJ VX	140080	SFIX	339
HJ VX	140081	SFIX	393
HJ VX	140082	SFIX	516
HJ VX	140083	SFIX	169
HJ VX	140084	SFIX	402
HJ VX	140085	SFIX	379
HJ VX	140086	SFIX	132
HJ VX	140087	SFIX	386
HJ VX	140088	SFIX	288
HJ VX	140089	SFIX	241
HJ VX	140090	SFIX	109
HJ VX	140091	SFIX	589
HJ VX	140092	SFIX	372
HJ VX	140093	SFIX	323
HJ VX	140094	SFIX	231
HJ VX	140095	SFIX	235
HJ VX	140096	SFIX	346
HJ VX	140097	SFIX	537
HJ VX	140098	SFIX	496
HJ VX	140099	SFIX	580
HJ VX	140100	SFIX	350
HJ VX	140101	SFIX	467
HJ VX	140102	SFIX	42
HJ VX	140103	SFIX	125
HJ VX	140104	SFIX	414
HJ VX	140105	SFIX	162
HJ VX	140106	SFIX	357
HJ VX	140107	SFIX	447
HJ VX	140108	SFIX	34
HJ VX	140109	SFIX	307
HJ VX	140110	SFIX	521
HJ VX	140111	SFIX	212
HJ VX	140112	SFIX	354
HJ VX	140113	SFIX	345
HJ VX	140114	SFIX	454

<u>NEW</u> <u>MARK</u>	<u>NEW</u> <u>NUMBER</u>	<u>OLD</u> <u>MARK</u>	<u>OLD</u> <u>NUMBER</u>
HJ VX	140115	SFIX	388
HJ VX	140116	SFIX	8
HJ VX	140117	SFIX	300
HJ VX	140118	SFIX	73
HJ VX	140119	SFIX	566
HJ VX	140120	SFIX	80
HJ VX	140121	SFIX	43
HJ VX	140122	SFIX	145
HJ VX	140123	SFIX	224
HJ VX	140124	SFIX	18
HJ VX	140125	SFIX	294
HJ VX	140126	SFIX	375
HJ VX	140127	SFIX	58
HJ VX	140128	SFIX	325
HJ VX	140129	SFIX	247
HJ VX	140130	SFIX	130
HJ VX	140131	SFIX	219
HJ VX	140132	SFIX	572
HJ VX	140133	SFIX	16
HJ VX	140134	SFIX	545
HJ VX	140135	SFIX	476
HJ VX	140136	SFIX	468
HJ VX	140137	SFIX	166
HJ VX	140138	SFIX	311
HJ VX	140139	SFIX	536
HJ VX	140140	SFIX	569
HJ VX	140141	SFIX	587
HJ VX	140142	SFIX	150
HJ VX	140143	SFIX	60
HJ VX	140144	SFIX	407
HJ VX	140145	SFIX	507
HJ VX	140146	SFIX	362
HJ VX	140147	SFIX	199
HJ VX	140148	SFIX	46
HJ VX	140149	SFIX	327
HJ VX	140150	SFIX	111
HJ VX	140152	SFIX	237
HJ VX	140153	SFIX	14
HJ VX	140154	SFIX	593
HJ VX	140155	SFIX	143
HJ VX	140156	SFIX	500

<u>NEW</u> <u>MARK</u>	<u>NEW</u> <u>NUMBER</u>	<u>OLD</u> <u>MARK</u>	<u>OLD</u> <u>NUMBER</u>
HJVS	140157	SFIX	491
HJVS	140158	SFIX	214
HJVS	140159	SFIX	343
HJVS	140160	SFIX	535
HJVS	140161	SFIX	117
HJVS	140162	SFIX	326
HJVS	140163	SFIX	322
HJVS	140164	SFIX	105
HJVS	140165	SFIX	4
HJVS	140166	SFIX	87
HJVS	140167	SFIX	7
HJVS	140168	SFIX	547
HJVS	140169	SFIX	422
HJVS	140170	SFIX	88
HJVS	140171	SFIX	234
HJVS	140172	SFIX	355
HJVS	140173	SFIX	268
HJVS	140174	SFIX	149
HJVS	140175	SFIX	443
HJVS	140176	SFIX	135
HJVS	140177	SFIX	588
HJVS	140178	SFIX	193
HJVS	140179	SFIX	68
HJVS	140180	SFIX	20
HJVS	140181	SFIX	348
HJVS	140182	SFIX	337
HJVS	140183	SFIX	444
HJVS	140184	SFIX	392
HJVS	140185	SFIX	262
HJVS	140187	SFIX	175
HJVS	140188	SFIX	144
HJVS	140189	SFIX	5
HJVS	140190	SFIX	270
HJVS	140191	SFIX	313
HJVS	140192	SFIX	425
HJVS	140193	SFIX	340
HJVS	140194	SFIX	513
HJVS	140196	SFIX	134
HJVS	140197	SFIX	353
HJVS	140198	SFIX	29
HJVS	140199	SFIX	120

<u>NEW</u> <u>MARK</u>	<u>NEW</u> <u>NUMBER</u>	<u>OLD</u> <u>MARK</u>	<u>OLD</u> <u>NUMBER</u>
HJ VX	140200	SFIX	555
HJ VX	140201	SFIX	66
HJ VX	140202	SFIX	159
HJ VX	140203	SFIX	530
HJ VX	140204	SFIX	272
HJ VX	140205	SFIX	398
HJ VX	140206	SFIX	418
HJ VX	140207	SFIX	523
HJ VX	140208	SFIX	55
HJ VX	140209	SFIX	568
HJ VX	140210	SFIX	174
HJ VX	140211	SFIX	406
HJ VX	140212	SFIX	28
HJ VX	140213	SFIX	263
HJ VX	140214	SFIX	170
HJ VX	140215	SFIX	302
HJ VX	140216	SFIX	23
HJ VX	140217	SFIX	298
HJ VX	140218	SFIX	222
HJ VX	140219	SFIX	457
HJ VX	140220	SFIX	226
HJ VX	140221	SFIX	27
HJ VX	140222	SFIX	299
HJ VX	140223	SFIX	458
HJ VX	140224	SFIX	371
HJ VX	140225	SFIX	2
HJ VX	140226	SFIX	518
HJ VX	140227	SFIX	279
HJ VX	140228	SFIX	59
HJ VX	140229	SFIX	102
HJ VX	140230	SFIX	74
HJ VX	140232	SFIX	25
HJ VX	140234	SFIX	329
HJ VX	140235	SFIX	140
HJ VX	140236	SFIX	338
HJ VX	140237	SFIX	582
HJ VX	140238	SFIX	502
HJ VX	140239	SFIX	136
HJ VX	140240	SFIX	553
HJ VX	140241	SFIX	387
HJ VX	140242	SFIX	368

<u>NEW</u> <u>MARK</u>	<u>NEW</u> <u>NUMBER</u>	<u>OLD</u> <u>MARK</u>	<u>OLD</u> <u>NUMBER</u>
HJ VX	140243	SFIX	77
HJ VX	140244	SFIX	558
HJ VX	140245	SFIX	524
HJ VX	140246	SFIX	542
HJ VX	140247	SFIX	561
HJ VX	140248	SFIX	156
HJ VX	140249	SFIX	69
HJ VX	140250	SFIX	53
HJ VX	140251	SFIX	417
HJ VX	140252	SFIX	104
HJ VX	140253	SFIX	305
HJ VX	140254	SFIX	265
HJ VX	140255	SFIX	498
HJ VX	140256	SFIX	39
HJ VX	140257	SFIX	517
HJ VX	140258	SFIX	103
HJ VX	140259	SFIX	83
HJ VX	140260	SFIX	236
HJ VX	140261	SFIX	84
HJ VX	140262	SFIX	336
HJ VX	140263	SFIX	275
HJ VX	140264	SFIX	6
HJ VX	140265	SFIX	152
HJ VX	140266	SFIX	208
HJ VX	140267	SFIX	400
HJ VX	140268	SFIX	142
HJ VX	140269	SFIX	283
HJ VX	140270	SFIX	482
HJ VX	140271	SFIX	86
HJ VX	140272	SFIX	75
HJ VX	140273	SFIX	67
HJ VX	140274	SFIX	281
HJ VX	140275	SFIX	12
HJ VX	140277	SFIX	82
HJ VX	140278	SFIX	38
HJ VX	140279	SFIX	158
HJ VX	140280	SFIX	592
HJ VX	140281	SFIX	583
HJ VX	140282	SFIX	451
HJ VX	140283	SFIX	577
HJ VX	140284	SFIX	9

<u>NEW</u> <u>MARK</u>	<u>NEW</u> <u>NUMBER</u>	<u>OLD</u> <u>MARK</u>	<u>OLD</u> <u>NUMBER</u>
HJ VX	140285	SFIX	352
HJ VX	140286	SFIX	192
HJ VX	140287	SFIX	260
HJ VX	140288	SFIX	412
HJ VX	140289	SFIX	206
HJ VX	140290	SFIX	485
HJ VX	140291	SFIX	232
HJ VX	140292	SFIX	57
HJ VX	140293	SFIX	17
HJ VX	140294	SFIX	91
HJ VX	140295	SFIX	116
HJ VX	140297	SFIX	44
HJ VX	140298	SFIX	563
HJ VX	140299	SFIX	47
HJ VX	140300	SFIX	511
HJ VX	140301	SFIX	483
HJ VX	140302	SFIX	405
HJ VX	140303	SFIX	31
HJ VX	140304	SFIX	30
HJ VX	140305	SFIX	363
HJ VX	140306	SFIX	484
HJ VX	140308	SFIX	319
HJ VX	140309	SFIX	189
HJ VX	140310	SFIX	576
HJ VX	140312	SFIX	552
HJ VX	140313	SFIX	209
HJ VX	140314	SFIX	492
HJ VX	140316	SFIX	509
HJ VX	140317	SFIX	359
HJ VX	140318	SFIX	308
HJ VX	140319	SFIX	1
HJ VX	140320	SFIX	543
HJ VX	140321	SFIX	356
HJ VX	140322	SFIX	366
HJ VX	140323	SFIX	153
HJ VX	140324	SFIX	411
HJ VX	140325	SFIX	90
HJ VX	140326	SFIX	78
HJ VX	140327	SFIX	442
HJ VX	140328	SFIX	121
HJ VX	140329	SFIX	413

<u>NEW</u> <u>MARK</u>	<u>NEW</u> <u>NUMBER</u>	<u>OLD</u> <u>MARK</u>	<u>OLD</u> <u>NUMBER</u>
HJ VX	140330	SFIX	378
HJ VX	140337	SFIX	110
HJ VX	140348	SFIX	276
HJ VX	140360	SFIX	245
HJ VX	140368	SFIX	493
HJ VX	140384	SFIX	264
HJ VX	140451	SFIX	107
HJ VX	140560	SFIX	469
HJ VX	140561	SFIX	252
HJ VX	140562	SFIX	382
HJ VX	140563	SFIX	160
HJ VX	140564	SFIX	473
HJ VX	140565	SFIX	364
HJ VX	140566	SFIX	211
HJ VX	140567	SFIX	539
HJ VX	140568	SFIX	480
HJ VX	140569	SFIX	49
HJ VX	140570	SFIX	289
HJ VX	140572	SFIX	207
HJ VX	140573	SFIX	303
HJ VX	140574	SFIX	151
HJ VX	140575	SFIX	177
HJ VX	140576	SFIX	546
HJ VX	140577	SFIX	61
HJ VX	140578	SFIX	126
HJ VX	140579	SFIX	37
		SFIX	389